

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SMITH BARNEY TRANSFER
AGENT LITIGATION

CIVIL ACTION
No. 05 Civ. 7583 (WHP)

**LEAD PLAINTIFFS' NOTICE OF MOTION
FOR PRELIMINARY APPROVAL OF SETTLEMENT**

PLEASE TAKE NOTICE that upon the Memorandum of Law in Support of Lead Plaintiff's Motion for Preliminary Approval of Settlement, dated August 9, 2013, and the Declaration of Mark Levine in Support of Motion for Preliminary Approval of Settlement, executed on August 9, 2013 and attached exhibits, and all other papers and proceedings heretofore had herein, Plaintiffs David Zagunis, Jeffrey Weber, the DVL 401(k) Plan, Bharat U. Shah, Steven W. Hall, Richard W. Rees, Renee Miller hereby move for entry of an order:

- 1) granting preliminary approval of a proposed class-wide Settlement in this Action;
- 2) approving the selection of RG/2 Claims Administration LLC to act as the claims administrator for the Settlement;
- 3) approving the form and manner of giving notice of the proposed settlement to the certified Class;
- 4) approving the form of the Proof of Claim and the manner in which proof of claims are to be filed;
- 5) setting a hearing date for final approval of the settlement, Plan of Allocation; Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses and Plaintiffs' Expenses as well as a schedule for various other settlement-related deadlines; and

6) such other and further relief as the Court deems proper.

DATED: August 9, 2013

Respectfully submitted,

STULL, STULL & BRODY

By: /s/ Mark Levine
Jules Brody
Mark Levine
Patrick Slyne
6 East 45th Street
New York, NY 10016
(212) 687-7230

WEISSLAW LLP
Joseph H. Weiss
Richard A. Acocelli
Michael A. Rogovin
1500 Broadway
New York, NY 10036
(212) 682-3025

Co-Lead Counsel for Plaintiffs and
Class Counsel